

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered
	:	
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**STIPULATION ADOPTING UNIFORM PROTECTIVE ORDER FOR EXAMINER
DISCOVERY FOR PURPOSES OF DISCOVERY
OF CERBERUS CAPITAL MANAGEMENT, L.P. BY
THE STEERING COMMITTEE GROUP OF RMBS INVESTORS**

Non-Debtor Cerberus Capital Management, L.P. and its non-debtor affiliates (“Cerberus”) and the Steering Committee Group of RMBS Investors (the “Steering Committee”) hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure, discovery, production, and use of documents and other information provided by Cerberus to the Steering Committee in the above referenced chapter 11 cases.

For the avoidance of doubt, the Steering Committee stipulates and agrees that its legal or financial Advisor may receive material designated Professional Eyes Only if such legal or financial Advisor is not (a) currently assisting the Steering Committee or any party in any filed mortgage related litigation against the Debtors, Ally Financial Inc., Cerberus or their affiliates (other than in the above-captioned proceeding), and (b) is not itself a party in any filed mortgage-backed securities litigation against the Debtors, Ally Financial Inc., Cerberus or their affiliates; provided, however, that the legal or financial Advisor will not share the Professionals’ Eyes Only information with the Steering Committee or the Steering Committee’s legal or financial advisors who are currently assisting the Steering Committee or any party in any filed mortgage-backed

securities litigation against the Debtors, Ally Financial Inc., Cerberus or their affiliates (other than in the above-captioned proceeding). The Steering Committee further stipulates that Cerberus-produced discovery material obtained through the Examiner's Document Repository can only be used in connection with the above-captioned proceeding and not for any other purpose, including but not limited to subsequent litigation against Cerberus.

The Steering Committee further stipulates that all materials contained in the Examiner's Document Repository that do not relate to Debtors' RMBS Settlement/9019 Motion shall be treated as outside counsels' eyes only notwithstanding any provision of the Protective Order to the contrary.

Respectfully submitted,

Dated: October 24, 2012

GIBBS & BRUNS LLP

By: /s/ Robert J. Madden

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*Attorneys for the Steering Committee
Entities*

Dated: October 24, 2012

SCHULTE ROTH & ZABEL LLP

By: /s/ Howard O. Godnick

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*Attorneys for Cerberus Capital
Management, L.P.*

Dated: _____, 2012

SO ORDERED:

Honorable Martin Glenn
United States Bankruptcy Judge